

20 April, 2021

To,
Manager (Listing)
National Stock Exchange of India Limited,
Exchange Plaza, 5th Floor, Plot No. C/1,
G- Block, Bandra-Kurla Complex,
Mumbai - 400 051
SCRIP CODE: CESC

Dear Sir,

Certificate under Regulation 61(4) read with Regulation 40(9) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose a copy of the Compliance Certificate issued by a practicing Company Secretary for the half year ended on 31 March 2021.

Yours faithfully,



Sr. Deputy Manager (Secretarial)

Encl:

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S. M.GUPTA & CO.
COMPANY SECRETARIES
P-15 BENTINCK STREET, CALCUTTA-700 001

Ref. No.....

Dated.....


**CERTIFICATE UNDER REGULATION 61(4) READ WITH REGULATION 40(9) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED
FOR THE HALF YEAR ENDED 31ST MARCH 2021**

We have examined all the documents relating to **M/s. CESC LTD (CIN: L31901WB1978PLC031411)** having its registered office at CESC House, Chowringhee Square, Kolkata-700001 maintained by them and their Share Transfer Agents M/s. Link Intime India Pvt. Limited pertaining to transfer of Non-Convertible Debentures issued by the Company for the period from **01.10.2020 to 31.03.2021** for the purpose of issuing a Certificate as per Regulation 61(4) read with Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and based on the information/ explanation provided by the Company/ STA and on the basis of such checks which to the best of our knowledge and belief were necessary for the purpose of this certification including by way of remote audit, we hereby certify that:

1. The Company had issued and allotted 3000 Non-Convertible Debentures of the Face Value of Rs. 10,00,000/- each for cash at par amounting to Rs. 300 Crores on 21st May, 2020 on Private Placement basis to ICICI Bank Limited, Mumbai in demat mode (ISIN INE486A07242).
2. The Company has further issued and allotted 2000 Non-Convertible Debentures of the Face Value of Rs. 10,00,000/- each for cash at par amounting to Rs. 200 Crores on 28th December, 2020 on Private Placement basis to CITIBank N.A. Limited, Mumbai, in demat mode (ISIN INE486A07267).
3. The above debentures are listed on the Debt Segment of The National Stock Exchange of India Ltd.
4. All the aforesaid debentures are in dematerialized form from the beginning and thus compliance with respect to transfer and other requests pertaining to certificate/s of Debentures in physical mode, for the period from **01.10.2020 to 31.03.2021** (review period) does not arise.

This Certificate is being issued under precautionary measures of work from home due to COVID-19 with limited resources available to us.

Place : Kolkata
Date : 15.04.2021

Signature : 
Name : S.M.GUPTA
Membership No : FCS-896
C. P. Number : 2053
UDIN: F000896C000097366

